

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of Texas
(State)

Case number (if known): _____

Chapter 11

 Check if this is an amended filingOfficial Form 201Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's Name	<u>Ultra Petroleum Corp.</u>		
2. All other names debtor used in the last 8 years	<u>N/A</u>		
Include any assumed names, trade names, and <i>doing business as</i> names			
3. Debtor's federal Employer Identification Number (EIN)	<u>98-0483838</u>		
4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business	
	<u>400 North Sam Houston Parkway East</u> Number Street	Number Street	
	<u>Suite 1200</u>	P.O. Box	
	<u>Houston, Texas 77060</u> City State Zip Code	City State Zip Code	
	<u>Harris County, Texas</u> County	Location of principal assets, if different from principal place of business	
		Number Street	
		City State Zip Code	
5. Debtor's website (URL)	<u>http://www.ultrapetroleum.com/</u>		
6. Type of debtor	<input checked="" type="checkbox"/> Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)) <input type="checkbox"/> Partnership (excluding LLP) <input type="checkbox"/> Other. Specify: _____		

Debtor Ultra Petroleum Corp. _____ Case number (if known) _____

Name _____

7. Describe debtor's business

A. *Check One:*

Health Care Business (as defined in 11 U.S.C. § 101(27A))
 Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
 Railroad (as defined in 11 U.S.C. § 101(44))
 Stockbroker (as defined in 11 U.S.C. § 101(53A))
 Commodity Broker (as defined in 11 U.S.C. § 101(6))
 Clearing Bank (as defined in 11 U.S.C. § 781(3))
 None of the above

B. *Check all that apply:*

Tax-exempt entity (as described in 26 U.S.C. § 501)
 Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
 Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes> .
2111 Oil and Gas Extraction

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check One:

Chapter 7
 Chapter 9
 Chapter 11. *Check all that apply:*

Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
 The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
 A plan is being filed with this petition.
 Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
 The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
 The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
 Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

No _____
 Yes. District _____ When _____ Case number _____ MM/DD/YYYY
 If more than 2 cases, attach a separate list. District _____ When _____ Case number _____ MM/DD/YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

No _____
 Yes. Debtor _____ Relationship _____ Affiliate _____
 List all cases. If more than 1, attach a separate list. District _____ Southern District of Texas When _____ 04/29/2016
 Case number, if known _____ MM / DD / YYYY

Debtor Ultra Petroleum Corp. _____ Case number (if known) _____

Name _____

11. Why is the case filed in *this* district? *Check all that apply:*

Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

No¹

Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety. What is the hazard? _____

It needs to be physically secured or protected from the weather.

It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

Other _____

Where is the property? _____

Number _____ Street _____

City _____ State _____ Zip Code _____

Is the property insured?

No

Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds *Check one:*

Funds will be available for distribution to unsecured creditors.

After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors (on a consolidated basis)

<input type="checkbox"/> 1-49	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 25,001-50,000
<input type="checkbox"/> 50-99	<input checked="" type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 50,001-100,000
<input type="checkbox"/> 100-199	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> More than 100,000
<input type="checkbox"/> 200-999		

¹ The debtors, Ultra Petroleum Corp., Keystone Gas Gathering, LLC, Ultra Resources, Inc., Ultra Wyoming, Inc., Ultra Wyoming LGS, LLC, UP Energy Corporation, UPL Pinedale, LLC, and UPL Three Rivers Holdings, LLC (collectively, the "Debtors"), engage in the exploration, development, and production of oil and natural gas. Although the Debtors are not aware of any definition of "imminent or identifiable hazard" as used in this form, the Debtors do not believe they own or possess any real or personal property that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety. The Debtors are not aware of any dangerous conditions existing on or related to any real or personal property owned or possessed by the Debtors that pose or are alleged to pose a threat of imminent and identifiable harm to the public health or safety.

Debtor Name	<u>Ultra Petroleum Corp.</u>			Case number (if known)
<hr/>				
15. Estimated assets	<input type="checkbox"/> \$0-\$50,000	<input type="checkbox"/> \$1,000,001-\$10 million	<input type="checkbox"/> \$500,000,001-\$1 billion	
	<input type="checkbox"/> \$50,001-\$100,000	<input type="checkbox"/> \$10,000,001-\$50 million	<input checked="" type="checkbox"/> \$1,000,000,001-\$10 billion	
	<input type="checkbox"/> \$100,001-\$500,000	<input type="checkbox"/> \$50,000,001-\$100 million	<input type="checkbox"/> \$10,000,000,001-\$50 billion	
	<input type="checkbox"/> \$500,001-\$1 million	<input type="checkbox"/> \$100,000,001-\$500 million	<input type="checkbox"/> More than \$50 billion	
<hr/>				

16. Estimated liabilities	<input type="checkbox"/> \$0-\$50,000	<input type="checkbox"/> \$1,000,001-\$10 million	<input type="checkbox"/> \$500,000,001-\$1 billion	
	<input type="checkbox"/> \$50,001-\$100,000	<input type="checkbox"/> \$10,000,001-\$50 million	<input checked="" type="checkbox"/> \$1,000,000,001-\$10 billion	
	<input type="checkbox"/> \$100,001-\$500,000	<input type="checkbox"/> \$50,000,001-\$100 million	<input type="checkbox"/> \$10,000,000,001-\$50 billion	
	<input type="checkbox"/> \$500,001-\$1 million	<input type="checkbox"/> \$100,000,001-\$500 million	<input type="checkbox"/> More than \$50 billion	
<hr/>				

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 04/29/2016
MM/ DD / YYYY

x /s/ Garland R. Shaw
Signature of authorized representative of debtor

Garland R. Shaw
Printed name

Title Chief Financial Officer

18. Signature of attorney

x /s/ Patricia B. Tomasco
Signature of attorney for debtor

Date 04/29/2016
MM/ DD/ YYYY

Patricia B. Tomasco	
Printed name	
Jackson Walker, L.L.P.	
Firm name	
1401 McKinney Street, Suite 1900	
Number	Street
Houston	
City	
(713) 752-4200	
Contact phone	
01797600	Texas
Bar number	State

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of Texas
(State)

Case number (if
known): _____

Chapter 11

Check if this is an
amended filing

Rider 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities listed below (collectively, the “Debtors”) filed a petition in the United States Bankruptcy Court for the Southern District of Texas for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the case number assigned to the chapter 11 case of Ultra Petroleum Corp.

- Ultra Petroleum Corp.
- Keystone Gas Gathering, LLC
- Ultra Resources, Inc.
- Ultra Wyoming, Inc.
- Ultra Wyoming LGS, LLC
- UP Energy Corporation
- UPL Pinedale, LLC
- UPL Three Rivers Holdings, LLC

Ultra Petroleum Corp.

Unanimous Written Consent of Directors

Dated as of April 29, 2016

The undersigned, being the members of the board of directors (collectively, the “Board of Directors”) of Ultra Petroleum Corp. (the “Company”), **DO HEREBY CONSENT** to the taking of the following actions and **DO HEREBY ADOPT** the following resolutions by unanimous written consent (this “Written Consent”), pursuant to applicable law.

Chapter 11 Filing

WHEREAS, the Board of Directors has considered presentations by the management and the financial and legal advisors of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to it, and the effect of the foregoing on the Company’s business; and

WHEREAS, the Board of Directors has had the opportunity to consult with the management and the financial and legal advisors of the Company and fully consider each of the strategic alternatives available to the Company.

NOW, THEREFORE, BE IT,

RESOLVED, that in the judgment of the Board of Directors, it is desirable and in the best interests of the Company (including a consideration of its creditors and other parties in interest) that the Company shall be, and hereby is, authorized to file, or cause to be filed, a voluntary petition for relief (the “Chapter 11 Case”) under the provisions of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in a court of proper jurisdiction (the “Bankruptcy Court”) and any other petition for relief or recognition or other order that may be desirable under applicable law in the United States or Canada; and

RESOLVED, that any officers of the Company and directors Michael D. Watford, Garland R. Shaw, Garrett Smith, and any other representatives or officers of the company (collectively, the “Authorized Signatories”), acting alone or with one or more other Authorized Signatories be, and they hereby are, authorized, empowered and directed to execute and file on behalf of the Company all petitions, schedules, lists and other motions, papers, or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Company’s business.

Retention of Professionals

RESOLVED, that each of the Authorized Signatories be, and they hereby are, authorized and directed to employ the law firm of Kirkland & Ellis LLP and Kirkland & Ellis International LLP (together, “Kirkland”) as general bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code and applicable

law in the United States or in Canada, and employ any local legal counsel as one or more Authorized Signatory upon the advice of Kirkland may determine are desirable in respect of the forgoing, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings; and in connection therewith, each of the Authorized Signatories, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Kirkland.

RESOLVED, that each of the Authorized Signatories be, and they hereby are, authorized and directed to employ the firm Rothschild, Inc. as investment banker to, among other things, assist the Company in evaluating its businesses and prospects, developing a long-term business plan, developing financial data for evaluation by the Board of Directors, creditors, or other third parties, as requested by the Company, evaluating the Company's capital structure, responding to issues related to the Company's financial liquidity, and in any sale, reorganization, business combination, or similar disposition of the Company's assets; and in connection therewith, each of the Authorized Signatories, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Rothschild, Inc.

RESOLVED, that each of the Authorized Signatories be, and they hereby are, authorized and directed to employ the firm Petrie Partners as investment banker to, among other things, assist the Company in evaluating its businesses and prospects, developing a long-term business plan, developing financial data for evaluation by the Board of Directors, creditors, or other third parties, as requested by the Company, evaluating the Company's capital structure, responding to issues related to the Company's financial liquidity, and in any sale, reorganization, business combination, or similar disposition of the Company's assets; and in connection therewith, each of the Authorized Signatories, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Petrie Partners.

RESOLVED, that each of the Authorized Signatories be, and they hereby are, authorized and directed to employ the firm of Epiq Bankruptcy Solutions, LLC as notice and claims agent to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, each of the Authorized Signatories, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of Epiq Bankruptcy Solutions, LLC.

RESOLVED, that each of the Authorized Signatories be, and they hereby are, authorized and directed to employ any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, each of the Authorized Signatories, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers and fees, and to cause to be

filed an appropriate application for authority to retain the services of any other professionals as necessary.

RESOLVED, that each of the Authorized Signatories be, and they hereby are, with power of delegation, authorized, empowered and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, and other professionals and to take and perform any and all further acts and deeds that each of the Authorized Signatories deem necessary, proper, or desirable in connection with the Company's Chapter 11 Case, with a view to the successful prosecution of such case.

General

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Signatories, each of the Authorized Signatories (and their designees and delegates) be, and they hereby are, authorized and empowered, in the name of and on behalf of the Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver and file any and all such agreements, certificates, instruments and other documents and to pay all expenses, including but not limited to filing fees, in each case as in such director's judgment, shall be necessary, advisable or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein.

RESOLVED, that all members of the Board of Directors of the Company have received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of the Company, or hereby waive any right to have received such notice.

RESOLVED, that all acts, actions and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved and ratified as the true acts and deeds of the Company with the same force and effect as if each such act, transaction, agreement or certificate has been specifically authorized in advance by resolution of the Board of Directors.

RESOLVED, that each of the Authorized Signatories (and their designees and delegates) be, and hereby are, authorized and empowered to take all actions or to not take any action in the name of the Company with respect to the transactions contemplated by these resolutions hereunder, as such Authorized Signatory shall deem necessary or desirable in such Authorized Signatory's reasonable business judgment as may be necessary or convenient to effectuate the purposes of the transactions contemplated herein.

IN WITNESS WHEREOF, the undersigned have executed this Consent as of the date above first written.

ULTRA PETROLEUM CORP.



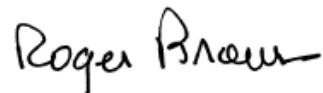
Michael D. Watford,
Chairman of the Board



W. Charles Helton,
Lead Independent Director



Stephen J. McDaniel



Roger A. Brown



Michael J. Keeffe

Official Form 201A (12/15)

[If debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11 of the Bankruptcy Code, this Exhibit "A" shall be completed and attached to the petition.]

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§
ULTRA PETROLEUM CORP.,	§ Chapter 11
Debtor.	§
	§ Case No. 16-_____ (____)
	§
	§

Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is 001-33614

2. The following financial data is the latest available information and refers to the debtor's condition on March 31, 2016²

<p>(a) Total assets \$ <u>1,282,922,000.00</u></p> <p>(b) Total debts (including debts listed in 2.c., below) \$ <u>3,917,351,000.00</u></p> <p>(c) Debt securities held by more than 500 holders</p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 15%;">secured</td> <td style="width: 15%; text-align: center;"><input type="checkbox"/></td> <td style="width: 15%;">unsecured</td> <td style="width: 15%; text-align: center;"><input type="checkbox"/></td> <td style="width: 15%;">subordinated</td> <td style="width: 15%; text-align: center;"><input type="checkbox"/></td> <td style="width: 15%; text-align: right;">\$ <u>_____</u></td> <td style="width: 15%; text-align: right;">Approximate number of holders: <u>_____</u></td> </tr> <tr> <td>secured</td> <td style="text-align: center;"><input type="checkbox"/></td> <td>unsecured</td> <td style="text-align: center;"><input type="checkbox"/></td> <td>subordinated</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: right;">\$ <u>_____</u></td> <td style="text-align: right;">_____</td> </tr> <tr> <td>secured</td> <td style="text-align: center;"><input type="checkbox"/></td> <td>unsecured</td> <td style="text-align: center;"><input type="checkbox"/></td> <td>subordinated</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: right;">\$ <u>_____</u></td> <td style="text-align: right;">_____</td> </tr> <tr> <td>secured</td> <td style="text-align: center;"><input type="checkbox"/></td> <td>unsecured</td> <td style="text-align: center;"><input type="checkbox"/></td> <td>subordinated</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: right;">\$ <u>_____</u></td> <td style="text-align: right;">_____</td> </tr> <tr> <td>secured</td> <td style="text-align: center;"><input type="checkbox"/></td> <td>unsecured</td> <td style="text-align: center;"><input type="checkbox"/></td> <td>subordinated</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: right;">\$ <u>_____</u></td> <td style="text-align: right;">_____</td> </tr> </table>	secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$ <u>_____</u>	Approximate number of holders: <u>_____</u>	secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$ <u>_____</u>	_____	secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$ <u>_____</u>	_____	secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$ <u>_____</u>	_____	secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$ <u>_____</u>	_____
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$ <u>_____</u>	Approximate number of holders: <u>_____</u>																																	
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secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$ <u>_____</u>	_____																																	
<p>(d) Number of shares of preferred stock <u>0</u></p> <p>(e) Number of shares of common stock <u>153,388,832</u></p>																																								

Comments, if any: _____

3. Brief description of debtor's business: Oil and gas exploration and production

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:
Disciplined Growth Investors; Invesco Ltd; The Vanguard Group; Blackrock, Inc.; and State Street Corporation

² Total assets and total debts reflect the latest available, unaudited information and are based solely on the Debtor's book values.

Fill in this information to identify the case:	
Debtor name	Ultra Petroleum Corp., et al.
United States Bankruptcy Court for the:	Southern
Case number (If known):	Texas (State)

Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

	Name of creditor and complete mailing address, including zipcode	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Private Placement Notes Issued by Ultra Resources, Inc. c/o Morgan Lewis & Bockius LLP Counsel to Ad Hoc Group of Private Placement Noteholders Attn.: Andrew Gallo & Renée Dailey One Federal St. Boston, MA 02110-1726	Name: Andrew Gallo Tel: 617-951-8117 Email: Andrew.gallo@morganlewis.com Fax: 617-345-5048	Notes	Contingent Unliquidated Disputed			\$1,460,000,000
2	Delaware Trust, as Successor Trustee under the Notes Issued by Ultra Petroleum Corp. 2711 Centerville Road Wilmington, DE 19808	Name: Sandra E. Horwitz Tel: 302-636-5404, ext. 62412 Email: shorwitz@delawaretrust.com Fax: 302-626-8666	Notes	Contingent Unliquidated Disputed			\$1,300,000,000
3	JP Morgan Chase Bank, N.A., as agent for Revolving Credit Facility of Ultra Resources, Inc. c/o Mayer Brown LLP 1221 Avenue of the Americas Counsel to JP Morgan Chase Bank, N.A. Attn.: Frederick D. Hyman New York, NY 10020	Name: Frederick D. Hyman Tel: 212-506-2664 Email: fhyman@mayerbrown.com Fax: 212-849-5664	Revolving Credit Facility	Contingent Unliquidated Disputed			\$999,000,000

	Name of creditor and complete mailing address, including zipcode	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
4	Rockies Express Pipeline LLC c/o Sidley Austin LLP Attn.: Sarah M. Valenti 1000 Louisiana St., Suite 600 Houston, TX 77002	Name: Sarah M. Valenti Tel: 713-495-4510 Email: sarah.valenti@sidley.com Fax: 713-495-7799	Litigation	Contingent Unliquidated Disputed			\$303,189,237.59
5	Sunoco Partners Marketing & Terminals L.P. c/o Anthony J. Pruzinsky Hill Rivkins LLP 45 Broadway New York, NY 10006	Name: Anthony J. Pruzinsky Tel: 212-669-0600 Email: thefirm@hillrivkins.com Fax: 212-669-0698	Threatened Litigation	Contingent Unliquidated Disputed			\$38,602,400.00
6	Halliburton Energy Services, Inc. P.O. Box 972866 Dallas, TX 75397	Name: Sharon Gurule Tel: 281-871-7034 Email: sharon.gurule@halliburton.com Fax: 281-449-1603	Trade				\$291,485.30
7	Nabors Drilling Technologies USA, Inc. P.O. Box 973527 Dallas, TX 75397-3527	Name: Terry Boyd Tel: 281-874-0035 Email: terry.boyd@nabors.com Fax: 281-775-8047	Trade	Unliquidated			\$250,000.00
8	Patterson-UTI Drilling Company 1125 17th Street Suite 800 Denver, CO 80202	Name: Cory Heinecke Tel: 303-542-1900 Email: Cory.Heinecke@patenergy.com Fax: 405-542-1903	Trade	Unliquidated			\$250,000.00
9	Infinity Power & Controls, LLC 1701 Decora Dr. Rock Springs, WY 82901	Name: Tammy Moyer Tel: 307-362-6661 Email: ipcaccounting@wyoming.com Fax: 307-362-6663	Trade				\$128,003.04

	Name of creditor and complete mailing address, including zipcode	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
10	Sublette County Conservation District 120 South Cole P.O. Box 36 Pinedale, WY 82941	Name: Coke Landers Tel: 307-703-4291 Email: coke_landers@hotmail.com Fax: N/A	Taxes				\$50,030.11
11	Double Hook Inc. 1843 West 1500 S. Vernal, UT 84078-4527	Name: Lori Goodwin Tel: 435-789-7003 Email: klas_c7@hotmail.com Fax: 435-789-7003	Trade				\$44,550.00
12	KLX Energy Holdings LLC 1300 Corporate Center Way Wellington, FL 33414 Vernal, UT 84078-4527	Name: Nicole Arrington Tel: 832-844-1037 Email: nicole.arrington@klx.com Fax: N/A	Trade				\$26,748.82
13	Rapid Wire, LLC 78 Sievers Rd. P.O. Box 176 Cora, WY 82925	Name: Tammy Swenson Tel: 307-367-4103 Email: rapidwire@hotmail.com Fax: 307-367-4104	Trade				\$21,840.00
14	Smith International, Inc. 3773 Cherry Creek North Dr. Ste. 1000 Denver, CO 80209	Name: Beth Corbett Tel: 281-285-7305 Email: bcorbett@slb.com Fax: 832-218-8030	Trade				\$20,300.22
15	Well Master Corporation 400 Corporate Cir. Suite L-M Golden, CO 80401	Name: Janet Maxwell Tel: 303-980-0254 Email: janet.maxwell@wellmaster.com Fax: 303-980-0355	Trade				\$15,319.20

	Name of creditor and complete mailing address, including zipcode	Name, telephone number and email address of creditor/contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
16	Schlumberger Technology Corp dba K&M Technology Group P.O. BOX 732149 Dallas, TX 75373-2149	Name: Beth Corbett Tel: 281-285-7305 Email: bcorbett2@slb.com Fax: 832-218-8030	Trade				\$15,132.00
17	R & R Services, Inc. 197 Clarendon St. Boston, MA 02116	Name: Geri Winters Tel: 307-462-2291 Email: geriw@r-rservicesinc.com Fax: N/A	Trade				\$14,625.92
18	Earthworks, Inc. 1201 Lake Robbins Dr. The Woodlands, TX 77380	Name: Darlene Hostetter Tel: 307-857-4260 Email: dheardworks@wyoming.com Fax: 307-857-6683	Trade				\$14,504.57
19	AntiCline Disposal, LLC 3773 Cherry Creek North Dr., Ste. 1000 Denver, CO 80209	Name: John Maxey Tel: 307-360-3390 Email: jmaxey@transmontaigne.com Fax: 303-815-1011	Trade				\$14,411.34
20	DNOW L.P. NOV Wilson LP, Wilson Ind., Wilson Valve Spec, Wilson Sply 7909 Parkwood Circle Drive Houston, TX 77036	Name: Linda Scruggs Tel: 281-823-4565 Email: linda.scruggs@dnnow.com Fax: 281-823-5235	Trade				\$11,120.84
21	Northern Lights Energy P.O. Box 1610 Casper, WY 82602	Name: Trish Harper Tel: 307-267-1400 Email: tharper@vcn.com Fax: 307-473-2976	Trade				\$10,400.00

	Name of creditor and complete mailing address, including zipcode	Name, telephone number and email address of creditor/contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
22	TeaTon Solutions, Inc. P.O. BOX 241 Boulder, WY 82923	Name: Terry Eaton Tel: 307-231-5427 Email: trry_eaton@yahoo.com Fax: N/A	Trade				\$10,092.00
23	Mountain States Pressure Service, Inc. P.O. Box 1930 Rocks Springs, WY 82902	Name: Laurie Sorensen Tel: 435-333-2994 Email: laurie@mspsi.com Fax: 307-362-2824	Trade				\$10,036.00
24	Walker Inspection LLC P.O. BOX 2338 Gillette, WY 82717-2338	Name: Barry Hayden Tel: 307-682-8335 Email: bhayden@collinscom.net Fax: N/A	Trade				\$9,284.00
25	Oasis Emission Consultants Inc. 2730 Commercial Way Rocks Springs, WY 82901	Name: Deanna Smithies Tel: 307-382-3297 Email: dsmithies@oasisemission.com Fax: 307-382-3327	Trade				\$8,601.48
26	Newsco Int'l Energy Services 7197 W. Derrick Dr. Casper, WY 82604	Name: Breeze Ahlstedt Tel: 307-232-6336 Email: casper.accounting@newsco-drilling.com Fax: 307-232-6335	Trade				\$7,950.00
27	Green River Rock, Inc. P.O. Box 38 2055 Milleg Lane Big Piney, WY 83113	Name: Betty Fear Tel: 307-276-5331 Email: bfear@centurytel.net Fax: 307-276-5300	Trade				\$7,436.93

	Name of creditor and complete mailing address, including zipcode	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
28	Alliance Drilling Tools, LLC P.O. BOX 1503 Evanston, WY 82931	Name: Bruce McGovern Tel: 307-789-0212 Email: mbmcgovern@nglconnection.com Fax: 307-789-2773	Trade				\$7,306.00
29	Gasconade Oil Co. c/o Scott Campbell Poulson, Odell & Peterson, LLC 1775 Sherman Street, Suite 1400 Denver, Colorado 80203	Name: Scott Campbell Tel: 303-861-4400 Email: scampbell@popllc.com Fax: N/A	Litigation	Contingent Unliquidated Disputed			Undetermined
30	Doyle and Margaret Hartman c/o Nick Murdock Murdock Law Firm, P.C. 123 West 1st St. Ste 200 Casper, WY 82601	Name: Nick Murdock Tel: 307-235-0480 Email: jnmurdock@murdocklawfirm.com Fax: 877-216-5037	Net Profits Interest	Contingent Unliquidated Disputed			Undetermined

Fill in this information to identify the case and this filing:	
Debtor Name	Ultra Petroleum Corp.
United States Bankruptcy Court for the:	Southern District of Texas (State)
Case number (If known):	

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)*
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- Schedule H: Codebtors (Official Form 206H)*
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- Amended Schedule
- Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

04/29/2016

MM/ DD/YYYY

/s/ **Garland R. Shaw**

Signature of individual signing on behalf of debtor

Garland R. Shaw

Printed name

Chief Financial Officer

Position or relationship to debtor

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§ § § § § § § §
ULTRA PETROLEUM CORP.,	Chapter 11 Case No. 16-_____ (____)
Debtor.	

LIST OF EQUITY SECURITY HOLDERS¹

Debtor	Equity Holders	Address of Equity Holder	Percentage of Equity Held
Ultra Petroleum Corp.	Disciplined Growth Investors, Inc.	150 South Fifth Street, Suite 2550, Minneapolis, MN 55402	9.1%
	Invesco, Ltd.	1555 Peachtree St. NE Ste. 1800 Atlanta, GA 30309	7.9%
	Vanguard Group, Inc.	100 Vanguard Blvd. Malvern, PA	6.7%
	Blackrock, Inc.	55 East 52nd St. New York, NY 10055	5.7%
	State Street Corp.	One Lincoln Street, Boston, MA 02111	5.2%

¹ This list reflects holders of five percent or more of Ultra Petroleum Corp.'s common stock. It is based solely on publicly-filed disclosures available as of the date hereof. This list serves as the disclosure required to be made by the debtor pursuant to rule 1007 of the Federal Rules of Bankruptcy Procedure. By separate motion filed contemporaneously herewith, the debtor is requesting a waiver of the requirement under rule 1007 to file a list of all of its equity security holders.

Fill in this information to identify the case and this filing:	
Debtor Name	Ultra Petroleum Corp.
United States Bankruptcy Court for the:	Southern District of Texas (State)
Case number (If known):	

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)*
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- Schedule H: Codebtors (Official Form 206H)*
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- Amended Schedule
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- Other document that requires a declaration _____ List of Equity Security Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

04/29/2016
MM/ DD/YYYY

/s/ Garland R. Shaw

Signature of individual signing on behalf of debtor

Garland R. Shaw

Printed name

Chief Financial Officer

Position or relationship to debtor